

Law Offices of

CHAPMAN AND CUTLER

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50 South Main Street  
Salt Lake City, Utah 84144  
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August 19, 2002

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Room 704  
Washington, DC 20423-0001

RECORDATION NO. 23996 - E FILED

AUG 19 '02 12-01 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Replacement of Equipment  
UPRR 2002-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

(1) Partial Release of Security Interest (UPRR 2002-A), dated August 19, 2002, from Wells Fargo Bank Northwest, N.A., as Indenture Trustee (the "*Indenture Trustee*"); and

~~(2) Partial Termination of Lease Agreement (UPRR 2002-A), dated August 19, 2002, between the Wilmington Trust Company, as Lessor (the "*Lessor*") and Union Pacific Railroad Company, as Lessee (the "*Lessee*").~~

The names and addresses of the parties to the enclosed documents are as follows:

PARTIAL RELEASE OF SECURITY INTEREST

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

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1554906

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PARTIAL TERMINATION OF LEASE AGREEMENT:

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

The locomotive covered as of the date hereof by the aforesaid Partial Release of Security Interest and the Partial Termination of Lease Agreement is the locomotive bearing reporting mark UPRR 5836, as specifically described in Exhibit A attached hereto.

A fee of sixty dollars (\$60.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street  
Suite 301  
Washington, DC 20036

A short summary of each of the documents to appear in the index follows:

(1) PARTIAL RELEASE OF SECURITY INTEREST:

Partial Release of Security Interest (UPRR 2002-A) from Wells Fargo Bank Northwest, N.A., as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated August \_\_, 2002, covering the locomotive bearing reporting UP 5836, as specifically described in Exhibit A attached hereto.

(2) PARTIAL TERMINATION OF LEASE AGREEMENT:

Partial Termination of Lease Agreement (UPRR 2002-A) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, dated August \_\_, 2002, covering the locomotive bearing reporting UPRR 5836, as specifically described in Exhibit A attached hereto.

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If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

Enclosures

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

EQUIPMENT	QUANTITY	ROAD NUMBER
Type A: General Electric Company AC4400CW Diesel Electric Locomotive	1	UPRR 5836

**PARTIAL RELEASE OF SECURITY INTEREST  
(UPRR 2002-A)**

THIS PARTIAL RELEASE OF SECURITY INTEREST dated as of August 19, 2002 is made and entered into by the undersigned, WELLS FARGO BANK NORTHWEST, N.A. (the "*Indenture Trustee*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Indenture Trustee hereby terminates, releases and discharges its security interest in that certain locomotive set forth on Schedule 1 attached hereto which has suffered an Event of Loss under the Lease.

Such security interest was granted pursuant to that certain Indenture and Security Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Indenture*"), by Wilmington Trust Company, as Owner Trustee, in favor of the Indenture Trustee, as supplemented, a Memorandum of which was duly recorded with the Surface Transportation Board on June 14, 2002 at 1:51 p.m. under Recordation Number 23996-A and the related Memorandum of Lease Assignment (UPRR 2002-A), which was duly recorded with the Surface Transportation Board on June 14, 2002 at 2:19 p.m. under Recordation Number 23996-C. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

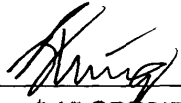
RECORDATION NO. 23996-E FILED

AUG 19 '02 12-01 PM

SURFACE TRANSPORTATION BOARD

Dated this 10 day of August, 2002.

WELLS FARGO BANK NORTHWEST, N.A.

By:   
Title: VICE PRESIDENT

STATE OF Utah )  
 ) SS  
COUNTY OF Salt Lake )

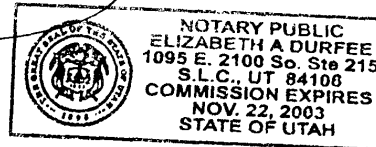
On this 10<sup>th</sup> day of August, 2002, before me personally appeared, to me personally known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., and that said instrument was signed on behalf of said banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking association.

(Notarial Seal)

My Commission expires:

\_\_\_\_\_

NOTARY PUBLIC



**SCHEDULE 1**

EQUIPMENT	QUANTITY	ROAD NUMBER
Type A: General Electric Company AC4400CW Diesel Electric Locomotive	1	UPRR 5836